

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>LOVETT MICHAEL J</b>  (Last) (First) (Middle) <b>C/O CHARTER COMMUNICATIONS, INC.</b> <b>12405 POWERSCOURT DRIVE</b>  (Street) <b>ST. LOUIS MO 63131</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CHARTER COMMUNICATIONS INC</b> <b>/MO/ [ CHTR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <b>EVP and COO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/10/2007</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/10/2007		S		25,000	D	\$3.5037	1,001,500	D	
Class A Common Stock	05/10/2007		S		33,314	D	\$3.5026	968,186	D	
Class A Common Stock	05/10/2007		M		108,000 <sup>(1)</sup>	A	\$1.195	1,076,186	D	
Class A Common Stock	05/10/2007		S		108,000	D	\$3.4943	968,186	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options	\$1.195	05/10/2007		M			108,000 <sup>(1)</sup>	02/28/2007	02/28/2016	Class A Common Stock	108,000	\$129,060	1,622,000	D	

**Explanation of Responses:**

1. Exercise of vested shares in the amount of 108,000 granted on 2/28/2006 under the Charter Communications, Inc. 2001 Stock Incentive Plan, 25% of the aggregate grant vest at the end of each of the first four years, such options terminate 10 years from date of grant unless terminated sooner in accordance with the plan or agreement.

**Remarks:**

/s/ Michael J. Lovett

05/11/2007

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.